

BOND COUNSEL CERTIFICATION OF COMPLIANCE

Prince George's County Policy for Tax Increment Financing

Westphalia Town Center

October 5, 2018

Ballard Spahr LLP serves as bond counsel to Prince George's County, Maryland in connection with the proposed issuance of special obligation bonds to finance certain infrastructure pertaining to the Westphalia Town Center Development District.

Prince George's County Council Resolution CR-38-2011 (the "**Resolution**") requires that a proposed tax increment financing project must meet each of the criteria in the Resolution; compliance with the Resolution be certified by the developer, County Executive and Bond Counsel; and the County Council review the TIF proposal and certification and approve the same by resolution. This certificate is given to fulfill the requirement for Bond Counsel certification in accordance with the Resolution.

As the basis for this certificate, we have reviewed, and relied without independent verification or judgment upon:

- A. The legal opinion of O'Malley, Miles, Nylén & Gilmore, P.A. dated September 19, 2017, regarding compliance with Prince George's County land use plans;
- B. The TIF Application dated July 6, 2016;
- C. The Local and Minority Business Enterprise Plan to Prince George's County, Maryland dated October 5, 2018, approved by the Compliance Manager (the "MBE Plan");
- D. The TIF Proposal and Developer's Certificate dated October 5, 2018 (the "TIF Proposal and Certificate of Developer"); and
- E. The County Executive Certification of Compliance dated October 5, 2018.

Based on the foregoing, I hereby certify that the provisions of the Resolution have been complied with in connection with the proposed tax increment financing and the MBE Plan has been approved by the Compliance Manager in conformance with the MBE Plan Guidelines promulgated by the Compliance Manager.

BALLARD SPAHR LLP

By: 

Joseph A. Fanone
Partner